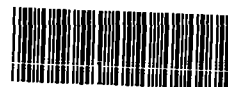


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SDMS DocID 2159399

December 23, 2008

Via Overnight Mail

Joan Martin-Banks (3HS62)
United States Environmental Protection Agency, Region III
Office of Environmental Accountability
1650 Arch Street
Philadelphia, PA 19103-2029

Re: Response to Request for Information with Regard to
68th Street Dump, Rosedale, Maryland

Dear Ms. Martin-Banks:

This letter provides the timely response of Anadarko Petroleum Corporation ("Anadarko") to the Request for Information dated August 31, 2009 (the "Information Request") that the U.S. Environmental Protection Agency ("EPA") sent to Anadarko concerning the 68th Street Dump Site located in Rosedale, Maryland (the "Site").

The Timing and Scope of Anadarko's Response

Because of the breadth of the Information Request, the historic nature of the information sought, and the volume of documents that Anadarko needed to review in order to respond to the Information Request, Anadarko advised EPA that it needed additional time to respond to the Information Request. EPA agreed to allow Anadarko until December 24, 2009 to respond. The responses of Anadarko to the each of the questions contained in the Information Request are set forth below.

Before addressing the questions posed, however, it is important to clarify that Anadarko is not the owner of or a successor to: (i) any company currently or formerly named "Kerr-McGee Chemical Co."; or (ii) any company that is a successor to a company named "Kerr-McGee Chemical Co."

In 2006, Anadarko acquired Kerr-McGee Corporation ("New Kerr-McGee"), an entity that was not formed until 2001, approximately thirty years after operations at the Site apparently ceased. It is important to note that New Kerr-McGee is not the "Kerr-McGee Corporation" that existed prior to 2001 (which we refer to as "Old Kerr-McGee" to avoid confusion with New Kerr-McGee) and which was the

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parent of Kerr-McGee Chemical Corporation ("Kerr-McGee Chemical"), the entity EPA apparently contends conducted business with or sent materials to the Site. Anadarko has never directly or indirectly owned Old Kerr-McGee or Kerr-McGee Chemical.

To Anadarko's knowledge, prior to Anadarko's acquisition of New Kerr-McGee, Old Kerr-McGee and Kerr-McGee Chemical were merged into two separate limited liability companies and were re-named Tronox Worldwide LLC and Tronox LLC, respectively. Tronox LLC (formerly Kerr-McGee Chemical) remained a wholly-owned subsidiary of Tronox Worldwide LLC (formerly Old Kerr-McGee), and Tronox Worldwide LLC became a wholly-owned subsidiary of a company known as Tronox Incorporated ("Tronox"). Tronox Incorporated is a separate, publicly-traded company with no past or current affiliation to Anadarko. Anadarko has provided information to EPA regarding these corporate transactions on several prior occasions, including in response to prior Information Requests and during the course of discovery in the adversary proceeding styled *Tronox Incorporated v. Anadarko Petroleum Corporation*, Adv. Pro. No. 09-01198, pending in the United States Bankruptcy Court for the Southern District of New York.

To the extent that Anadarko possesses information responsive to the Information Request, Anadarko is providing such information to EPA. Anadarko cannot, however, respond on behalf of: (i) any company currently or formerly named "Kerr-McGee Chemical Co." or Kerr-McGee Chemical Corporation; (ii) any company that is a successor to a company named "Kerr-McGee Chemical Co." or Kerr-McGee Chemical Corporation or (iii) any other entity that may be relevant to EPA's inquiry regard the Site, but that is not now and never has been owned by Anadarko.

General Objections to the Information Request

Anadarko asserts the following general objections to the Information Request.

1. Anadarko objects to the definition of "waste" or "wastes" as unreasonably broad, and insufficiently definite and specific. For purposes of this response, Anadarko will interpret "waste" or wastes" as having the meaning for set forth in 42 U.S.C. § 6903(27) for "solid waste."
2. Anadarko objects to the definition of "you" as unduly burdensome, unreasonably broad, and insufficiently definite and specific to the extent it includes "agents and representatives, including, but not limited to, persons directly authorized to transact business on the entity's behalf, such as officers, directors, or partners with which the entity is affiliated, employees, accountants, engineers, or other persons who conduct business

on the entity's behalf, as well as affiliated entities, including, but not limited to, partnerships, limited liability companies, divisions, subsidiaries, holding companies." For purposes of this response, Anadarko will interpret "you" to mean Anadarko and its officers, managers, and employees.

3. Anadarko objects to the term "Site" as insufficiently definite and specific because the Information Request provides multiple definitions of the term and fails to provide sufficient information to determine the property included within the Site.

Objections and Responses to Specific Requests for Information

Subject to and without waiving its general objections, Anadarko responds to the specific requests for information contained in the Information Request as follows.

1. EPA has obtained information during the course of its investigation indicating that the Kerr-McGee Chemical Co. ("KMG") may have produced waste, which was disposed of at the Site, and/or disposed of waste at the Site referenced in this letter. Please provide the following information regarding all wastes and by-products produced by KMC during the period 1950 to 1969:

- a. The nature of each "waste" (as the term "waste" is defined in paragraph 6 of the definitions attached hereto) used including its chemical content, characteristics and physical state (i.e., liquid, solid, gas, or in the form of contaminated rags, cups, containers). Provide chemical analyses and Material Safety Data Sheets ("MSDS"). If these analyses are not available for the period of 1950 through 1969, submit analyses for the time period closest to these dates and describe, in detail, any changes in the process(es) in which these wastes were produced that would affect the chemical analyses;
- b. The annual quantity of each "waste" used or generated;
- c. The process(es) in which each "waste" was used or the process(es) that generated each;
- d. The types of containers used to treat, store or dispose of each "waste;" and
- e. The method of treatment and/or disposal of each "waste."

Response:

Anadarko objects to this request as unduly burdensome, unreasonably broad, and not reasonably relevant to the matter properly under inquiry to the extent that it requests information regarding "all wastes and by-products produced by KMG during the period 1950 to 1969." Subject to and without waiving its objections, Anadarko states that it has not located any information in its possession, custody, or control regarding wastes and by-products produced by Kerr-McGee Chemical during the period 1950 to 1969 that were disposed of or may have been disposed of at the Site.

3. Provide the names, titles, areas of responsibility, addresses and telephone numbers of all persons who, during the period 1950 to 1969, may have:
 - a. Disposed of or treated "waste" at the Site;
 - b. Arranged for the disposal or treatment of "waste" at the Site; and
 - c. Arranged for the transportation of "waste" to the Site (either directly or through transshipment points) for disposal or treatment.

Response:

With the possible exception of the documents provided to Anadarko by the 68th Street Site Coalition in August 2009, copies of which are enclosed with this response, Anadarko has not located any information in its possession, custody, or control regarding any persons who, during the period of 1950 to 1969, may have: (a) disposed of or treated "waste" at the Site; (b) arranged for disposal or treatment of "waste" at the Site; and (c) arranged for the transportation of "waste" to the Site (either directly or through transshipment points) for disposal or treatment.

4. Describe the methods used by KMG to dispose and/or treat "waste" during the period of 1950 to 1969.

Response:

Anadarko objects to this request as unduly burdensome, unreasonably broad, and not reasonably relevant to the matter properly under inquiry to the extent that it requests information regarding "the methods used by [Kerr-McGee Chemical] to

dispose and/or treat 'waste' during the period 1950 to 1969." Subject to and without waiving its objections, Anadarko states that it has not located any information in its possession, custody, or control regarding the methods used by Kerr-McGee Chemical to dispose and/or treat "waste" during the period 1950 to 1969 that was or may have been disposed of at the Site.

5. If your response to Question 4 includes the contracting of a hauler and/or transporter to transport and/or dispose of wastes, explain the arrangements for those transactions and provide documentation that confirms the nature of those transactions.

Response:

Not applicable.

6. Did KMG make arrangements with any of the following companies: Robb Tyler, Inc., Browning Ferris Industries, Inc., Modern Trash, Modern, Inc., North Point Trash Removal, Warren Parker Hauling, Refuse Disposal Inc., F.P.R. Bohager Company, Donald Siejack, Henry Siejack, Debris Disposal, Cross Efficient Trash Removal Service, Inc., F.A. Sauer & Son, and Modern Trashmoval, Inc. to transport and/or dispose of wastes?

If so, identify:

- a. Those companies with whom KMG or such other persons, made such arrangements;
- b. Every date on which such arrangements took place;
- c. For each transaction, the nature and quantity of the "waste" including the chemical content, characteristics, physical state (i.e., liquid, solid), and the process for which the substance was used or the process that generated the substance;
- d. Precise locations at which each "waste" was disposed and/or treated;
- e. The persons who selected the Site as the place at which "waste" was disposed and/or treated;
- f. The final disposition of each of the "wastes" involved in such transactions; and

- g. The names of employees, officers, owners, and agents for each transporter and/or hauler.

Response:

With the possible exception of the documents provided to Anadarko by the 68th Street Site Coalition in August 2009, copies of which are enclosed with this response, Anadarko has not located any information in its possession, custody, or control regarding any alleged arrangements to transport and/or dispose of wastes between Kerr-McGee Chemical and any of the companies listed in this Information Request.

7. For each and every instance in which KMG arranged for disposal and/or treatment of "waste" at the Site identify:
- a. The characteristics, physical state (i.e., liquid, solid) and chemical composition of each "waste";
 - b. The persons who supplied you with "waste" material disposed and/or otherwise handled by you;
 - c. How such "wastes" were used, treated, transported, disposed and/or otherwise handled by you;
 - d. When and where such "wastes" were used, treated, transported, disposed and/or otherwise handled by you;
 - e. The quantity (number of loads, gallons, drums) of the "wastes" which were used, treated, transported, disposed and/or otherwise handled by you; and
 - f. Any billing information and documents (invoices, trip tickets, manifests) in your possession regarding arrangements made with your company to generate, treat, store, transport, and/or dispose of "wastes" at the Site.

Response:

With the possible exception of the documents provided to Anadarko by the 68th Street Site Coalition in August 2009, copies of which are enclosed with this response, Anadarko has not located any information in its possession, custody, or control regarding any instances in which Kerr-McGee Chemical is alleged to have arranged for disposal and/or treatment of "waste" at the Site.

8. Provide the names, titles and areas of responsibility of all persons, including all present and former employees, who may be knowledgeable of KMG's waste disposal practices, whether or not involving disposal at the Site, during the period 1950 to 1969. Include current addresses and dates of birth for former employees.

Response:

Anadarko objects to this request as unduly burdensome, unreasonably broad, and not reasonably relevant to the matter properly under inquiry to the extent that it requests information about Kerr-McGee Chemical's "waste disposal practices, whether or not involving disposal at the Site." Subject to, and without waiving its objections, Anadarko has not located any information in its possession, custody, or control regarding Kerr-McGee Chemical's waste disposal practices with respect to any wastes that were or may have been disposed of at the Site.

9. Describe all permits and/or applications and all correspondence between KMG and all regulatory agencies regarding "wastes" transported to and/or disposed of at the Site.

Response:

Anadarko has not located any information in its possession, custody, or control regarding permits, applications, or correspondence between Kerr-McGee Chemical and any regulatory agencies regarding "wastes" transported to and/or disposed of at the Site.

10. Provide copies of all correspondence between KMG and all third parties regarding "wastes" transported to and/or disposed of at the Site.

Response:

With the possible exception of the documents provided to Anadarko by the 68th Street Site Coalition in August 2009, copies of which are enclosed with this response, Anadarko has not located copies of any correspondence in its possession, custody, or control regarding "wastes" transported to and/or disposed of at the Site.

11. Provide the identity of, and copies of all documents relating to, all other persons who generated, treated, stored, transported and/or

disposed, or who arranged for the treatment, storage, disposal and/or transportation of such "wastes" to the Site.

Response:

With the possible exception of the documents provided to Anadarko by the 68th Street Site Coalition in August 2009, copies of which are enclosed with this response, Anadarko has not located any information or documents in its possession, custody, or control regarding the identity of other persons who may have generated, treated, stored, transported and/or disposed, or who may have arranged for the treatment, storage, disposal and/or transportation of such "wastes" to the Site.

12. If you have any information about other parties who may have information which may assist the Agency in its investigation of the Site and/or who may be responsible for the generation of, transportation to and/or release of contamination at the Site, please provide such information. The information you provide in response to this request should include each party's name, address, type of business and the reasons why you believe the party may have contributed to the contamination of the Site or may have information regarding the Site.

Response:

Tronox LLC may have information that could assist the Agency. Tronox LLC's headquarters are located at One Leadership Square, Suite 300, 211 N. Robinson Ave., Oklahoma City, OK 73102-7109.

13. Are you the successor to all liabilities, including those under CERCLA, of KMG?

Response:

Anadarko objects to this request as exceeding the statutory authority of EPA because it does not request information or documents from Anadarko, but seeks a legal opinion. Subject to and without waiving its objections, Anadarko states that it is not the successor to any liabilities of Kerr-McGee Chemical.

14. If your answer to question 13 above is "no", describe in detail you and your predecessors' past and current relationship with KMG and provide a response to the following:
- a. Did your company or its predecessors sell or otherwise divest itself of any stock, assets, and/or other interest in KMG?
 - b. If the answer to b is "yes," fully describe the nature of the sale and/or transaction. State if the transaction consisted of a merger, consolidation, sale or transfer of assets, and submit all documents relating to such transaction, including all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.

Response:

Neither Anadarko nor any of its predecessors has a current or past relationship with Kerr-McGee Chemical, and thus, could not have sold or otherwise divested itself of any stock, assets and/or interest in Kerr-McGee Chemical. Anadarko's subsidiary, New Kerr-McGee, is a former parent of Old Kerr-McGee, which in turn was the parent of Kerr-McGee Chemical. However, New Kerr-McGee was not formed until decades after the activities alleged to have occurred at the Site transpired, and therefore, New Kerr-McGee was never directly or indirectly involved in any activities related to the Site. The transactions that resulted in Old Kerr-McGee and Kerr-McGee Chemical becoming subsidiaries of Tronox (again, a separate, publicly traded company with no current or past affiliation with Anadarko) are explained in detail in the enclosed response to EPA's Information Request concerning the Federal Creosote Superfund Site in Manville, NJ. Copies of the relevant transactional documents, which are voluminous, previously were provided to EPA with the Manville response and in response to discovery requests in the above-referenced adversary proceeding.

15. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:
- a. Your document retention policy;
 - b. A description of how the records were destroyed (burned, archived, discarded, etc.) and the approximate date of destruction;

- c. A description of the type of information that would have been contained in the documents; and
- d. Name, job title and most recent current address known by you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

Response:

Anadarko is not aware of any of the documents solicited in the Information Request being no longer available.

16. Provide the name, title, address, and telephone number of the person answering these questions on behalf of the respondent.

Response:

The following individual is answering these questions on behalf of Anadarko:

Jennifer Edwards
Litigation Attorney
Anadarko Petroleum Corporation
1201 Lake Robbins Drive
The Woodlands, TX 77380
(832) 636-1000

17. For each question, provide the name, title, area of responsibility, current address and telephone number of all persons consulted in the preparation of the answers.

Response:

Anadarko objects to this request as insufficiently definite and specific to the extent it requests that Anadarko provide information regarding all persons "consulted" in the preparation of its answers to the questions posed. Subject to and without waiving its objections, Anadarko states that it was unable to identify any officers, managers, or employees of Anadarko with information responsive to the Information Request.

18. If you have reason to believe that there may be persons able to provide more detailed or complete responses to any questions contained herein or who may be able to provide additional responsive documents, provide the names, titles, areas of responsibility, current addresses, and telephone numbers of such persons and describe the additional information or documents they may have.

Response:

Except as noted in response to Request No. 12 above, Anadarko has not identified any persons who may be able to provide more detailed or complete responses to any questions contained in this information request or who may be able to provide additional responsive documents.

19. For each and every question contained herein, if information or documents responsive to this Information Request are not in your possession, custody, or control, then provide the names, titles, areas of responsibility, current addresses and telephone numbers of the persons from whom such information or documents may be obtained.

Except as noted in response to Request No. 12 above, Anadarko is not aware of any persons from whom information or documents responsive to this Information Request might be obtained.

Sincerely,



Duke K. McCall, III

cc: Jemifer Edwards
Anadarko Petroleum Corporation
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The Woodlands, Texas 77380

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